

Robert F. Hochwarth
General Attorney



**Chessie
System
Railroads**

Law Department
Terminal Tower
P.O. Box 6419
Cleveland, Ohio 44101
216-623-2405

RECORDATION NO. *14469 A* Filed 1423

MAR 18 1985 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

March 15, 1985

5-077A025

Mr. James H. Bayne, Secretary
Interstate Commerce Commission
Constitution Avenue and 12th Street, N.W.
Washington, D.C. 20423

No.

Date

For

10-50
10-50
10-50

Att: Recordation Unit

Dear Mr. Bayne:

Enclosed are four (4) executed counterparts of Amendment No. 1 to a Lease of Railroad Equipment dated as of November 2, 1984 between Great American Insurance Company and The Baltimore and Ohio Railroad Company. The names and addresses of the parties are as follows:

Lessor:	Great American Insurance Company 580 Walnut Street Cincinnati, Ohio 45202
Lessee:	The Baltimore and Ohio Railroad Company 100 N. Charles Street Baltimore, Maryland 21201

The equipment covered by the Lease consists of thirty (30) 30-ton general purpose XL boxcars to bear the Lessee's road numbers 401170 - 401199, inclusive, AAR mechanical description XL. The equipment will be marked "The Baltimore and Ohio Railroad Company" or "B&O" or "Chessie System" or in some other appropriate manner and will also be marked "Great American Insurance Company - Owner and Lessor".

The subject document is an amendment to that certain Lease of Railroad Equipment dated as of November 2, 1984 which was recorded with the Commission on November 9, 1984 at 3:15 P.M. and assigned Recordation No. 14469.


Also enclosed is a draft of The Baltimore and Ohio Railroad Company in the amount of \$10.00 representing the required recordation fee.



The Chesapeake and Ohio Railway, Baltimore and Ohio Railroad, and affiliated lines — Units of CSX Corporation.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 U.S.C. Section 11303, as currently administered, you are hereby requested to file one of the enclosed counterparts for record in your office and to return the remaining three (3) counterparts to me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "P. J. Hochman" followed by a stylized flourish or initial.

RFH:cc
Encls.

3/18/85

Interstate Commerce Commission
Washington, D.C. 20423

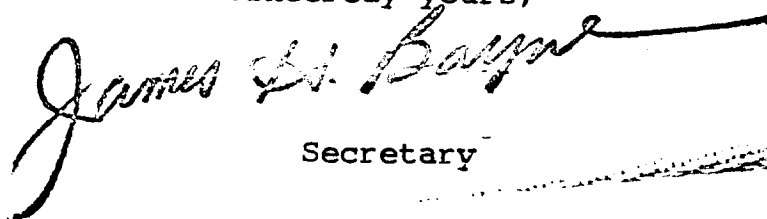
OFFICE OF THE SECRETARY

Robert F Hochwarth
Chessie System Railroad
Terminal Tower
P.O.Box 6419
Cleveland, Ohio 44101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/18/85 at 1:20pm and assigned re-recording number(s). 14469-A

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 14469 A
Filed 1425

MAR 18 1985 - 20 PM

AMENDMENT NO. 1
TO LEASE OF
RAILROAD EQUIPMENT

INTERSTATE COMMERCE COMMISSION

This Amendment No. 1 to Lease of Railroad Equipment is entered into as of February 15, 1985 between GREAT AMERICAN INSURANCE COMPANY (the "Lessor") and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (The "Lessee")

WHEREAS, Lessor and Lessee have entered into a Lease of Railroad Equipment dated as of November 2, 1984 (the "Lease");

WHEREAS, Lessor and Lessee desire to amend certain terms of the Lease; and

WHEREAS, capitalized terms which are used herein but are not otherwise defined shall have the meanings given to such terms in the Lease;

NOW, THEREFORE, the Lessor and the Lessee agree to amend the Lease as follows:

1. Revised Rental. The quarterly rental for the first twenty-three (23) payments shall be amended to be \$778.14. The quarterly rental for the twenty-fourth (24th) and final payment shall be amended to be \$518.67.

2. Miscellaneous. Except as specifically set forth above, the Lease remains in full force and effect.

GREAT AMERICAN INSURANCE COMPANY

Attest:



Title Assistant Secretary

By Kubly Hall
Vice President, General
Title Counsel and Secretary

THE BALTIMORE AND OHIO RAILROAD
COMPANY

Attest:

Patricia J. Kennedy
Title Corporate Secretary

By P. Wood
Title Senior Vice President

P 2 18

STATE OF OHIO

COUNTY OF HAMILTON

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)ss.
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On this 20th day of FEBRUARY, 1985, before me personally appeared Karen Holley Horrell, to me personally known, who, being by me duly sworn, says that she is Vice President, General Counsel and Secretary of Great American Insurance Company, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara H. Gross
Notary Public

BARBARA A. GROSSER
Notary Public, State of Ohio
My Commission Expires April 13, 1988

My Commission Expires: _____

[Notarial Seal]

STATE OF OHIO

COUNTY OF CUYAHOGA

)
) SS.
)

On this 4TH day of MARCH, 1985 before me personally appeared P. R. Goodwin, to me personally known, who being by me duly sworn says that he is a Vice President of THE BALTIMORE AND OHIO RAILROAD COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Peter A. Kuhlmann
Notary Public

PETER A. KUHLMANN
Notary Public, State of Ohio - Cuya. Cty.
My Commission Expires Dec. 15, 1986

My Commission Expires: _____ My Comm _____

[Notarial Seal]